

FIRST AMENDMENT TO RAILROAD EQUIPMENT LEASE

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INTERSTATE COMMERCE COMMISSION

THIS FIRST AMENDMENT TO RAILROAD EQUIPMENT LEASE dated as of December 16, 1974 between MILWAUKEE LAND COMPANY (the "Lessor") and ALASKA INTERNATIONAL INDUSTRIES, INC. (the "Lessee");

W I T N E S S E T H:

WHEREAS, the Lessor and the Lessee have heretofore executed and delivered that certain Railroad Equipment Lease dated as of August 1, 1974 (the "Lease") providing for the lease thereunder by the Lessor to the Lessee of certain railroad equipment more fully described in the Schedule A attached to said Lease; and

WHEREAS, the said Lease was filed for record in the Office of the Secretary of the Interstate Commerce Commission on September 4, 1974, and has been assigned Recordation No. 7633;

WHEREAS, the parties desire to change the Identification numbers of certain boxcars; and

WHEREAS, the Lessor and the Lessee desire to amend the Lease as hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Lessor and the Lessee hereby covenant and agree that the Lease shall be deemed to be and it is hereby amended as follows:

1. By amending Schedule A (Units of Equipment to be Manufactured by Pullman Incorporated) attached to the Lease as executed to substitute in the "Description" as IDENTIFICATION NUMBERS: 4175 to 4179, both inclusive, for 4171 - 4175, both inclusive.

Whenever in any certificate, letter, notice or other instrument reference is made to the Equipment Lease, such reference without more shall include reference to this Amendment.

This Amendment may be executed in any number of counterparts each executed counterpart constituting an original but all together only one Amendment.

Except to the extent hereby amended and modified, the Equipment Lease is in all respects ratified, confirmed and approved.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunder duly authorized and their corporate seals to be hereto affixed as of this 16th day of December, 1974.

MILWAUKEE LAND COMPANY

By *R. K. Keaton*
Its Vice President and Comptroller
(Lessor)

ATTEST:

J. G. Gendnowski
Assistant Secretary

ALASKA INTERNATIONAL INDUSTRIES, INC.

By *Lawrence R. Jaffe*
Its Vice President
(Lessee)

ATTEST:

By Its _____

DISTRICT OF COLUMBIA)

) SS.
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On this 16th day of December, 1974, before me personally appeared Laurence R. Jaffe, to me personally known, who being by me duly sworn, says that he is Vice President of ALASKA INTERNATIONAL INDUSTRIES, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Deane B. Oppenheimer
Notary Public

My Commission expires: 1/30/76

STATE OF ILLINOIS)

) SS.

COUNTY OF C O O K)

On this 16th day of December, 1974, before me personally appeared R. F. Kratochwill, to me personally known, who being by me duly sworn, says that he is the Vice President and Comptroller of MILWAUKEE LAND COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(seal)

R. W. F. Angerberg
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES NOV. 16, 1975

My Commission expires: